

WHITE & CASE LLP  
1155 Avenue of the Americas  
New York, New York 10036-2787  
Telephone: (212) 819-8200  
Facsimile: (212) 354-8113  
J. Christopher Shore  
Harrison L. Denman

and

MILBANK, TWEED, HADLEY & MCCLOY  
LLP  
1 Chase Manhattan Plaza  
New York, New York 10005  
Telephone: (212) 530-5000  
Facsimile: (212) 530-5219  
Gerard Uzzi

*Attorneys for the Ad Hoc Group  
of Junior Secured Noteholders*

MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900  
Charles L Kerr  
J. Alexander Lawrence

*Counsel for the Debtors and Debtors in  
Possession*

WILLKIE FARR & GALLGHER LLP  
787 Seventh Avenue  
New York, NY 10019  
Telephone: (212) 728-8000  
Facsimile: (212) 728-8111  
Joseph T. Baio  
Mary Eaton  
Emma J. James

*Attorneys for Monarch Alternative Capital LP,  
Stonehill Capital Management LLC, and  
Bayview Fund Management LLC, each in its  
capacity as investment advisor to certain  
funds, and for CQS ABS Master  
Fund Limited and CQS ABS Alpha Master  
Fund Limited.*

MCKOOL SMITH, P.C.  
One Bryant Park, 47<sup>th</sup> Floor  
New York, NY 10036  
Telephone: (212)-402-9400  
Facsimile: (212) 354-8113  
Peter S. Goodman  
Michael R. Carney

*Counsel for Federal Home Loan Mortgage  
Corporation*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

In re:	)	Chapter 11
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Case No. 12-12020 (MG)
	)	
Debtors.	)	(Jointly Administered)
	)	

---

TO THE HONORABLE MARTIN GLENN,  
UNITED STATES BANKRUPTCY JUDGE:

In connection with the Debtors' Motion Pursuant to Federal Rules of Bankruptcy Procedure 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors [Docket No. 3929], the Ad Hoc Group of Junior Secured Noteholders, Federal Home Loan Mortgage Corporation and Monarch Alternative Capital LP, Stonehill Capital Management LLC, CQS ABS Alpha Master Fund Limited, CQS ABS Master Fund Limited, and Bayview Fund Management LLC (together, the "Objectors") and the Debtors, by and through their undersigned counsel, hereby submit the following consolidated deposition designations.

**CONSOLIDATED DESIGNATIONS OF LEWIS KRUGER'S DEPOSITION  
TESTIMONY**

**LEWIS KRUGER – transcript of July 11, 2013 deposition at:**

Page 11, Line 19 through Page 13, Line 3

Page 13, Line 21 through Page 14, Line 17

Page 15, Line 25 through Page 18, Line 3

Page 18, Line 20 through Page 20, Line 17

Page 35, Line 10 through Page 39, Line 17

Page 41, Line 9 through Page 45, Line 10  
Page 45, Line 12 through Page 46, Line 4  
Page 47, Line 3 through Page 51, Line 9  
Page 51, Line 25 through Page 52, Line 10  
Page 53, Line 3 through Page 54, Line 10  
Page 57, Line 17 through Page 58, Line 2  
Page 72, Line 25 through Page 74, Line 8  
Page 77, Lines 20 through 23  
Page 84, Lines 4 through 6  
Page 99, Line 25 through Page 100, Line 25  
Page 101, Line 2 through Page 103, Line 18  
Page 104, Lines 10 through 17  
Page 105, Lines 11 through 14  
Page 105, Line 18 through Page 107, Line 24  
Page 108, Line 9 through Page 109, Line 13  
Page 109, Lines 15 through 25  
Page 110, Line 9 through Page 115, Line 14  
Page 118, Lines 11 through 21  
Page 125, Line 7 through Page 127, Line 8  
Page 127, Lines 11 through 20  
Page 134, Line 21 through Page 135, Line 7  
Page 144, Lines 6 through 16  
Page 152, Line 2 through Page 153, Line 12

Page 160, Lines 2 through 20

Page 169, Lines 7 through 13

Page 181, Line 19 through Page 182, Line 13

Page 183, Line 6 through Page 184, Line 2

Page 187, Lines 2 through 8

Page 189, Line 15 through Page 192, Line 18

Page 200, Lines 4 through 9

Page 201, Line 21 through Page 202, Line 4

Page 204, Line 22 through Page 205, Line 19

Page 205, Lines 23 through 25

Page 206 Lines 2 through 4

Page 207, Lines 12 through 18

Page 207, Line 23 through Page 208, Line 2

Page 208, Line 5

Page 208, Lines 7 through 22

Dated: August 22, 2013  
New York, New York

Respectfully submitted,

By: /s/ J. Christopher Shore  
J. Christopher Shore

WHITE & CASE LLP  
1155 Avenue of the Americas  
New York, New York 10036-2787  
J. Christopher Shore  
Harrison L. Denman

and

MILBANK, TWEED, HADLEY & MCCLOY  
LLP  
1 Chase Manhattan Plaza  
New York, New York 10005  
Gerard Uzzi

*Attorneys for the Ad Hoc Group of Junior  
Secured Noteholders*

By: /s/ Michael R. Carney  
Michael R. Carney

MCKOOL SMITH, P.C.  
One Bryant Park, 47<sup>th</sup> Floor  
New York, NY 10036  
Telephone: (212)-402-9400  
Facsimile: (212) 354-8113  
Peter S. Goodman  
Michael R. Carney

*Counsel for Federal Home Loan Mortgage  
Corporation*

By: /s/ Mary Eaton  
Mary Eaton

WILLKIE FARR & GALLGHER LLP  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000  
Joseph T. Baio  
Emma J. James

*Attorneys for Monarch Alternative Capital  
LP, Stonehill Capital Management LLC, and  
Bayview Fund Management LLC, each in its  
capacity as investment advisor to certain  
funds, and for CQS ABS Master Fund Limited  
and CQS ABS Alpha Master Fund Limited.*

By: /s/ Charles L. Kerr  
Charles L Kerr

MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900  
Charles L. Kerr  
J. Alexander Lawrence

*Counsel for the Debtors and Debtors in  
Possession*